



RULES GOVERNING THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF IMMATICS N.V.

These Rules were adopted by the Supervisory Board on 1 July 2020.

1. DEFINITIONS AND INTERPRETATION

1.1 In these Rules the following terms shall have the following meanings:

"**Chief Executive Officer**" means the Managing Director with the title of Chief Executive Officer;

"**Code**" means the Dutch Corporate Governance Code of 8 December 2016 as published in the Dutch Government Gazette number 45259 dated 21 August 2017;

"**Company**" means Immatics N.V., a public company under Dutch law, registered with the Dutch trade register under number 77595726;

"**Exchange Act**" means the United States Securities Exchange Act of 1934, as amended;

"**Executive Committee**" means the executive committee of the Company;

"**Executive Officer**" means a member of the Executive Committee, including each Managing Director and each other member of the Executive Committee, unless the context otherwise requires;

"**Management Board**" means the management board of the Company;

"**Managing Director**" means a managing director of the Company;

"**Nasdaq Stock Market Rules**" means the Listing Rules of the Nasdaq Stock Market LLC;

"**Nominating and Corporate Governance Committee**" means the nominating and corporate governance committee of the Supervisory Board;

"**Rules**" means these rules governing the Nominating and Corporate Governance Committee;

"**Securities and Exchange Commission**" means the United States Securities and Exchange Commission;

"**Supervisory Board**" means the supervisory board of the Company;

"**Supervisory Director**" means a supervisory director of the Company.

1.2 In these Rules references to Articles are to articles of these Rules, unless otherwise specified.

2. COMPOSITION

2.1 The Supervisory Board shall have a Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is composed of Supervisory Directors. The Nominating and Corporate Governance Committee shall consist of such number of members as the Supervisory Board may determine, but not less than three, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, *provided, that*, a Supervisory Director who is not "independent" as defined in

Rule 5605(a)(2) under the Nasdaq Stock Market Rules may be appointed to the Nominating and Corporate Governance Committee if such appointment does not violate the Nasdaq Stock Market Rules.

- 2.2 Members of the Nominating and Corporate Governance Committee shall be appointed annually by the Supervisory Board and may be dismissed by the Supervisory Board at any time. Retirement or dismissal of a Supervisory Director from the Supervisory Board, for whatever reason, shall automatically constitute retirement or dismissal, as applicable, from the Nominating and Corporate Governance Committee.

3. DUTIES AND RESPONSIBILITIES

- 3.1 The duties of the Nominating and Corporate Governance Committee shall be to:

3.1.1 Selection of new Managing Directors and Supervisory Directors

- (a) Recommend to the Supervisory Board criteria for Management Board, Supervisory Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by a Nominating and Corporate Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating and Corporate Governance Committee believes are necessary for one or more of the Managing Directors or Supervisory Directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Supervisory Board for approval.
- (b) Establish a policy with regard to the consideration of Managing Director and Supervisory Director candidates recommended by shareholders.
- (c) Establish procedures to be followed by securityholders in submitting recommendations for Managing Director and Supervisory Director candidates to the Nominating and Corporate Governance Committee.
- (d) Establish a process for identifying and evaluating nominees for the Management Board and the Supervisory Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Management Board and the Supervisory Board is as follows:
 - (i) the Nominating and Corporate Governance Committee may solicit recommendations from any or all of the following sources: non-management, Managing Directors or Supervisory Directors, the Chief Executive Officer, other Executive Officers, third-party search firms, or any other source it deems appropriate;
 - (ii) the Nominating and Corporate Governance Committee will review and evaluate the qualifications of any such proposed Managing Director or Supervisory Director candidate, and conduct inquiries it deems appropriate;

- (iii) the Nominating and Corporate Governance Committee will evaluate all such proposed Managing Director or Supervisory Director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed Managing Director or Supervisory Director candidate;
 - (iv) in identifying and evaluating proposed Managing Director or Supervisory Director candidates, the Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for Management Board and Supervisory Board membership approved by the Supervisory Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed Managing Director or Supervisory Director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Management Board or Supervisory Board.
- (e) Upon identifying individuals qualified to become Managing Directors or Supervisory Directors, consistent with the minimum qualifications and other criteria approved by the Supervisory Board from time to time, recommend that the Supervisory Board select the Managing Director or Supervisory Director nominees for election at each annual general meeting, provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a Managing Director or Supervisory Director (pursuant, for example, to the rights of holders of preferred shares to elect Managing Directors or Supervisory Directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such Managing Director or Supervisory Director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating and Corporate Governance Committee.
- (f) Consider recommendations in light of the requirement that a majority of the Supervisory Board be comprised of Supervisory Directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules.
- (g) Recommend that the Supervisory Board select the Supervisory Directors for appointment to committees of the Supervisory Board.
- (h) Review all shareholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing Managing Directors or Supervisory Directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a Managing Director or Supervisory Director

nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Supervisory Board appropriate action on each such nomination or proposal.

3.1.2 Profile of the Supervisory Board

Make a proposal for a profile of the Supervisory Board.

3.1.3 Performance assessment of individual Managing Directors, Supervisory Directors and Supervisory Board committee members

Regularly assess the performance of individual Managing Directors, Supervisory Directors and Supervisory Board committee members and report on this to the Supervisory Board.

3.1.4 Succession plan

Draw up a plan for the succession of Managing Directors and Supervisory Directors.

3.1.5 Proposals for appointments and reappointments of Managing Directors

Make proposals for appointments and reappointments of Managing Directors and Supervisory Directors.

3.1.6 Supervision selection criteria and appointment procedures for Executive Officers other than the Chief Executive Officer

Supervise the policies of the Management Board regarding the selection criteria and appointment procedures for Executive Officers other than the Chief Executive Officer.

3.1.7 Performance evaluation of the Nominating and Corporate Governance Committee

Undertake periodically a performance evaluation of the Nominating and Corporate Governance Committee and report to the Supervisory Board on the results of such evaluation.

3.1.8 Corporate governance guidelines

(a) Develop and recommend to the Supervisory Board a set of corporate governance guidelines applicable to the Company that satisfy the standards set forth in Rule 5605 of the Nasdaq Stock Market Rules.

(b) Review and reassess the adequacy of the corporate governance guidelines annually and recommend any proposed changes to the Supervisory Board for approval.

3.1.9 Matters relating to retention and termination of search firms to identify Managing Director or Supervisory Director candidates

Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying Managing Director and Supervisory Director candidates and approve any such search firm's fees and other retention terms. However, the Nominating and Corporate Governance Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm and the authority granted in this Charter shall not affect the

ability or obligation of the Nominating and Corporate Governance Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Nominating and Corporate Governance Committee shall set the compensation and retention terms and oversee the work of any director search firm.

Any director search firm retained by the Nominating and Corporate Governance Committee shall be independent as determined in the discretion of the Nominating and Corporate Governance Committee.

3.1.10 Supervisory Board refreshment

Review the size of the Supervisory Board and ensure that qualified director candidates, pursuant to the provisions of the Company's Diversity Policy, as then in effect, are included by the Company or any search firm it engages in each pool of candidates from which Supervisory Board nominees are chosen, and to review the Company's policies, programs and initiatives for employee diversity and inclusion and provide guidance to the Supervisory Board on diversity matters.

3.1.11 Corporate governance disclosure

Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating and Corporate Governance Committee and other Supervisory Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement (or, if the Company does not file a proxy statement, in its Form 10-K or Form 20-F, in each case as applicable).

3.1.12 Corporate governance trends

Review emerging corporate governance trends and practices, and recommend changes to the Company's corporate governance practices to the Supervisory Board.

3.1.13 Outside directorships

Review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.

3.2 The Nominating and Corporate Governance Committee shall prepare the decision-making by the Supervisory Board and shall report to the Supervisory Board on their discussions and findings.

3.3 The Nominating and Corporate Governance Committee shall perform all its duties on the basis of the considerations required to be taken into account by the Nasdaq Stock Market Rules, the rules of any other stock exchange on which the Company's securities are then listed, the Code, on a comply or explain basis, applicable law and the Nominating and Corporate Governance Committee's view of good practice at the relevant time.

3.4 The Company will provide new members of the Nominating and Corporate Governance Committee with appropriate onboarding briefings, and the full Nominating and Corporate Governance Committee with educational resources and opportunities related to corporate governance and other matters may be appropriate or requested by the Nominating and Corporate Governance Committee.

4. CHAIRMAN

- 4.1 The Supervisory Board shall appoint from among the members of the Nominating and Corporate Governance Committee a chairman.
- 4.2 The duties of the chairman of the Nominating and Corporate Governance Committee shall particularly include ensuring the proper performance of the Nominating and Corporate Governance Committee.
- 4.3 The chairman of the Nominating and Corporate Governance Committee shall act as the main contact for the Supervisory Board.

5. MEETINGS AND DECISION-MAKING

- 5.1 The Nominating and Corporate Governance Committee shall meet whenever a member of the Nominating and Corporate Governance Committee considers appropriate, but at least quarterly.
- 5.2 The agenda and materials for Nominating and Corporate Governance Committee meetings will be prepared by the Nominating and Corporate Governance Committee chairperson in consultation with the other Nominating and Corporate Governance Committee members.
- 5.3 Each member of the Nominating and Corporate Governance Committee may participate in a meeting by electronic means of communication, provided that all members of the Nominating and Corporate Governance Committee participating in the meeting can hear each other simultaneously. A member of the Nominating and Corporate Governance Committee so participating shall be deemed to be present at the meeting.
- 5.4 Each member of the Nominating and Corporate Governance Committee shall have one vote. All resolutions shall be adopted by an absolute majority of votes cast at a meeting at which more than half of the members of the Nominating and Corporate Governance Committee are present or represented. In the event of a tie vote, the chairman of the Nominating and Corporate Governance Committee shall have a casting vote.
- 5.5 The Nominating and Corporate Governance Committee may adopt resolutions without holding a meeting, provided that all members of the Nominating and Corporate Governance Committee have consented to this manner of adopting resolutions and the votes are cast in writing or by electronic means. Article 5.4 shall apply by analogy to the adoption of resolutions by the Supervisory Board without holding a meeting.
- 5.6 The Nominating and Corporate Governance Committee may invite any individuals to its meetings as it deems appropriate. However, the Nominating and Corporate Governance Committee shall meet regularly without such individuals present.

6. MISCELLANEOUS

- 6.1 These Rules have been drawn up pursuant to article 15.4 of the rules governing the Supervisory Board.
- 6.2 These Rules may only be amended by resolution of the Supervisory Board to that effect.
- 6.3 These Rules shall be governed by and construed in accordance with Dutch law.

- 6.4 Any dispute arising out of or in connection with these Rules, including a dispute relating to the existence, validity or termination thereof or any non-contractual obligation arising out of or in connection with them, shall be resolved by the Dutch courts. The competent court in Amsterdam, the Netherlands, shall have jurisdiction to hear any disputes in the first instance.
- 6.5 The Nominating and Corporate Governance Committee shall receive appropriate funding from the Company, as determined by the Nominating and Corporate Governance Committee in its capacity as a committee of the Supervisory Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its duties.
- 6.6 The Nominating and Corporate Governance Committee will have access to the Company's books, records, facilities and personnel.